

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

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In re:	) Chapter 11
	)
CINEWORLD GROUP PLC, <i>et al.</i> , <sup>1</sup>	) Case No. 22-90168 (MI)
	)
Debtors.	) (Joint Administration Requested)
	)
	) <b>Re: Docket No. _____</b>

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**ORDER (I) AUTHORIZING  
(A) REJECTION OF CERTAIN UNEXPIRED LEASES OF  
NON-RESIDENTIAL REAL PROPERTY AND (B) ABANDONMENT  
OF CERTAIN PERSONAL PROPERTY, IF ANY, EACH EFFECTIVE  
AS OF THE REJECTION DATE, AND (II) GRANTING RELATED RELIEF**

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Upon the motion (the “Motion”)<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”), (a) authorizing the Debtors to (i) reject certain Leases listed on Schedule 1 to this Order and (ii) abandon certain Personal Property that may be located at the Premises, each effective as of the Rejection Date, and (b) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declarations; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and this Court having found that the Debtors’ notice of the Motion and opportunity for a hearing on the

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<sup>1</sup> A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ proposed claims and noticing agent at <https://cases.ra.kroll.com/cineworld>. The location of Debtor Cineworld Group plc’s principal place of business and the Debtors’ service address in these chapter 11 cases is: 8th Floor Vantage London, Great West Road, Brentford, England, TW8 9AG, United Kingdom.

<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the “Hearing”); and this Court having determined that the legal and factual bases set forth in support of the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Leases listed on **Schedule 1** attached hereto are rejected under section 365 of the Bankruptcy Code effective as of the Rejection Date.
2. The Debtors are authorized to abandon any Personal Property located at the Premises identified on **Schedule 1** attached hereto free and clear of all liens, claims, encumbrances, interests, and rights of third parties. The applicable counterparty to each Lease may dispose of such Personal Property without further notice to any party claiming an interest in such abandoned Personal Property.
3. Notwithstanding the relief granted herein and any actions taken pursuant to such relief, nothing in this Order shall be deemed: (a) an admission as to the amount of, basis for, or validity of any claim against a Debtor entity under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors’ or any other party in interest’s right to dispute any claim on any grounds; (c) a promise or requirement to pay any claim; (d) an implication or admission that any particular claim is of a type specified or defined in the Motion or any order granting the relief requested by the Motion or a finding that any particular claim is an administrative expense claim or other priority claim; (e) other than as set forth herein and on **Schedule 1** attached hereto, a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission as to the

validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; (g) a waiver or limitation of the Debtors', or any other party in interest's, rights under the Bankruptcy Code or any other applicable law; or (h) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) that may be satisfied pursuant to the relief requested in the Motion are valid, and the rights of all parties in interest are expressly reserved to contest the extent, validity, or perfection or seek avoidance of all such liens.

4. Notice of the Motion as set forth therein shall be deemed good and sufficient notice of such Motion and the requirements of the Bankruptcy Rules and the Bankruptcy Local Rules are satisfied by such notice.

5. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

6. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: \_\_\_\_\_, 2022

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UNITED STATES BANKRUPTCY JUDGE

**Schedule 1****Leases to Be Rejected<sup>1</sup>**

Theatre ID	Theatre Name	Theatre Address	Debtor Counterparty	Counterparty Name	Counterparty Address	Contract Description	Rejection Date
1327	Amarillo Star Stadium 14 IMAX & RPX	UA Amarillo Star Stadium 14 IMAX & RPX 8275 Amarillo Blvd West Amarillo, TX 79124	UNITED ARTISTS THEATRE CIRCUIT, INC.	Park Meadows Amarillo LLC	8563 Higuera Street Culver City CA 90232	Lease Agreement between Park Meadows Business Trust, a Delaware business trust, as Landlord and United Artists Theatre Circuit, Inc., a Maryland Corporation, as Tenant dated as of 12/15/1997	9/22/2022
1003	Anaheim Hills 14	Regal Edwards Anaheim Hills Anaheim Hills Festival 8030 E. Santa Ana Canyon Rd. Anaheim Hills, CA 92808	EDWARD THEATRES, INC.	OTR	3501 Jamboree Road, Suite 300 South Tower Newport Beach, CA 92660 Attn: Donahue-Schriber, Lease Administration	Amended and Restated Lease by and between OTR and Edwards Theatres Circuit, Inc. dated as of 02/27/1998	9/22/2022
661	Arbor 8 @ Great Hills	Regal Arbor 8 @ Great Hills 9828 Great Hills Trail Austin, TX 78759	REGAL CINEMAS, INC.	Great Hills Retail, Inc.	c/o The Retain Connection 221 W. 6th Street, Suite 1030 Austin, TX 78701 Attn: Ms. Cheryl Ruff	Memorandum of Lease by and Between Schmidt Investments, LTD and Regal Cinemas, Inc. dated as of 01/23/2003	9/22/2022
1906	Brass Mill Stadium 12	Regal Brass Mill Stadium 12 495 Union Street Waterbury, CT 06706-1292	REGAL CINEMAS, INC.	Brass Mill Center Mall, LLC	c/o General Growth Properties, Inc. 110 North Wacker Drive Chicago, IL 60606	Lease between GGP-Brass Mill, Inc. and Regal Cinemas, Inc. dated as of 02/09/2005	9/30/2022

<sup>1</sup> For the avoidance of doubt, the Leases referenced herein include any guaranties thereof and any amendments, modifications, or subleases thereto.

Theatre ID	Theatre Name	Theatre Address	Debtor Counterparty	Counterparty Name	Counterparty Address	Contract Description	Rejection Date
1284	Broadway Faire Stadium 10	UA Broadway Faire 3351 W. Shaw Ave. Fresno, CA 93711	United Artist Theatre Circuit, Inc.	Brixmor Property Group Inc. (aka Brixmor Broadway Faire, LP)	c/o Brixmor Property Group 450 Lexington Avenue, Floor 13 New York, NY 10017 Attention: General Counsel	Lease between Spieker Properties, L.P. and United Artists Theatre Circuit, Inc. dated as of 11/04/1994	9/22/2022
1036	Calabasas Stadium 6	Edwards Calabasas Stadium 6 4767 Commons Way Calabasas, CA 91302	EDWARD THEATRES, INC.	The Commons at Calabasas, LLC	c/o Caruso Management 100 Wilshire Blvd Santa Monica, CA 90401	Retail Center Ground Lease by and between Century Investments, Inc. and CRM Properties, Inc. and Edwards Theatres Circuit, Inc. and Edwards Megaplex Holdings, LLC dated as of 12/19/1997	9/30/2022
840	Colonnade Stadium 14	Regal Colonnade Stadium 14 8880 South Eastern Ave Las Vegas, NV 89123	EASTGATE THEATRE, INC.	Regal I, LLC (successor in interest to Pebble Commercial Center, LLC)	1370 Jet Stream Drive, Suite 100 Henderson, NV	Ground Lease (Las Vegas/Pebble) by Pebble Commercial Center, LLC and Eastgate Theatre, Inc. dated as of 11/05/1997	9/30/2022
1809	Crow Canyon Stadium 6	Regal Crow Canyon Stadium 6 2525 San Ramon Valley Blvd San Ramon, CA 94583	REGAL CINEMAS, INC.	BDC Sonora L.P.	General Counsel 1556 Parkside Drive Walnut Creek, CA 94596	Lease between OAC Group, a California general Partnership ("Landlord") and Signature Theatres, LLC, a Limited Liability Company ("Tenant") dated as of 06/05/2001	9/22/2022

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1809	Crow Canyon Stadium 6	Regal Crow Canyon Stadium 6 2525 San Ramon Valley Blvd San Ramon, CA 94583	REGAL CINEMAS, INC.	J&M Karsant Family Limited Partnership	General Counsel 1556 Parkside Drive Walnut Creek, CA 94596	Lease between OAC Group, a California general Partnership (“Landlord”) and Signature Theatres, LLC, a Limited Liability Company (“Tenant”) dated as of 06/05/2001	9/22/2022
529	Cypress Creek Station Stadium 16	Regal Cypress Creek Station Stadium 16 6415 N. Andrews Avenue Ft. Lauderdale, FL 33309-2176	REGAL CINEMAS, INC.	Cypress Creek Associates Limited Partnership	c/o Kimco Realty Corporation Attn: Legal Department 6060 Piedmont Row Drive South, Suite 200 Charlotte, NC 28287	Lease between Michael Swerdlow, Trustee as Landlord and Regal Cinemas, Inc. a Tennessee corporation dated as of 12/04/1995	9/30/2022
1510	Gravois Bluffs Stadium 12	Regal Gravois Bluffs Stadium 12 754 Gravois Bluffs Blvd. Fenton, MO 63026	REGAL CINEMAS, INC.	SVCN 5 LLC formerly known as Spirit Master Funding IX, LLC	c/o The RMR Group LLC Two Newton Place 255 Washington Street, Suite 300 Newton, MA 02458 Attn: Yael E. Duffy	Lease Agreement by and Between McIntosh Theatre Holdings, LLC and Regal Cinemas, Inc. dated as of 11/29/2012	9/30/2022
1880	Greenville Grande Stadium 14	Regal Greenville Grande Stadium 14 750 SW Greenville Boulevard Greenville, NC 27834	REGAL CINEMAS, INC.	ZP NO. 169, LLC	111 Princess Street Wilmington, North Carolina 28401	Fundamental Lease Provisions by G. Center, A Limited Partnership and Greenville Cinema, L.L.C. dated as of 01/31/2006	9/22/2022
596	Lansing Mall Stadium 12 & RPX	Regal Lansing Mall Stadium 12 & RPX 5330 West Saginaw Hwy Lansing, MI 48917	REGAL CINEMAS, INC.	Lansing Mall Realty Holding, LLC	c/o Kohan Retail 1010 Northern Blvd., Suite 212 Great Neck, NY 11021	Lease between Lansing Mall, LLC and Regal Cinemas, Inc. dated as of 12/27/2012	9/30/2022

Theatre ID	Theatre Name	Theatre Address	Debtor Counterparty	Counterparty Name	Counterparty Address	Contract Description	Rejection Date
231	Middleburg Town Square Stadium 16	Regal Middleburg Town Square Stadium 16 18348 Bagley Road Cleveland, OH 44130	REGAL CINEMAS, INC.	Middleburg Towne Square Limited Partnership	c/o Carnegie Management and Development Corp. 27500 Detroit Road, Suite 300 Westlake, OH 44145 Attn: Rustom R. Khouri	Lease Middleburg Towne Square Limited Partnership (an Ohio Limited Partnership) ("Landlord") and Regal Cinemas, Inc. (a Tennessee Corporation) ("Tenant") dated as of 04/06/1995	9/22/2022
783	Parkway Plaza Stadium 12	Regal Parkway Plaza Stadium 12 5910 South 180th Street Tukwila, WA 98188	EASTGATE THEATRE, INC.	Levine & Company, LLC	1276 N 15th Ave., Ste 103A Bozeman, MT 59715	Ground Lease by and between MBK Northwest, a Washington limited partnership as Lessor and Eastgate Theatre, Inc. an Oregon corporation dba "Act III Theatres, as Lessee dated as of 02/25/1998	9/22/2022
783	Parkway Plaza Stadium 12	Regal Parkway Plaza Stadium 12 5910 South 180th Street Tukwila, WA 98188	EASTGATE THEATRE, INC.	Sisel Properties, LLC	100 North Main Street 11th Floor D4001-114 Winston Salem NC 27101	Ground Lease by and between MBK Northwest, a Washington limited partnership as Lessor and Eastgate Theatre, Inc. an Oregon corporation dba "Act III Theatres, as Lessee dated as of 02/25/1998	9/22/2022
783	Parkway Plaza Stadium 12	Regal Parkway Plaza Stadium 12 5910 South 180th Street Tukwila, WA 98188	EASTGATE THEATRE, INC.	IDIL 180 Tukwila, LLC	c/o IDI Logistics 1197 Peachtree St., Suite 600 Atlanta, GA 30361 Attn: General Counsel	Ground Lease by and between MBK Northwest, a Washington limited partnership as Lessor and Eastgate Theatre, Inc. an Oregon corporation dba "Act III Theatres, as Lessee dated as of 02/25/1998	9/22/2022

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377	Richland Crossing Stadium 12	Regal Richland Crossing Stadium 12 185 North West End Blvd Quakertown, PA 18951	REGAL CINEMAS, INC.	309 Venture Partners	c/o Wolfson Group, Inc. 621 Commons 631 East Germantown Pike, Suite 305 Norristown, PA 19401	Ground Lease Agreement between 309 Venture Partners, as Landlord and Magic Cinemas, LLC as Tenant dated as of 09/27/1996	9/22/2022
1612	River City Marketplace Stadium 14	River City Marketplace Stadium 14 12884 City Center Blvd Jacksonville, FL 32218	Hollywood Theaters, Inc. d/b/a Regal Cinemas	Ramco Jacksonville LLC	Ramco Jacksonville LLC 31500 Northwestern Highway, Suite 300 Farmington Hills, MI 48334	Cinema Lease by Ramco Jacksonville LLC, a Michigan limited liability company (“Landlord”) and Hollywood Theaters, Inc., a Delaware corporation (“Tenant”) dated as of 03/31/2005	9/7/2022
815	Sherwood Stadium 10	Regal Sherwood Stadium 10 15995 SW Tualatin Sherwood Road Sherwood, OR 97140	EASTGATE THEATRE, INC.	LAF, LLC	c/o NAI Elliot 901 NE Glisan St, Suite 200 Portland, OR 97232	Ground Lease (Sherwood) by Juniper Ridge Investments, LLC and Eastgate Theatre, Inc. dated as of 02/11/1997	9/30/2022
815	Sherwood Stadium 10	Regal Sherwood Stadium 10 15995 SW Tualatin Sherwood Road Sherwood, OR 97140	EASTGATE THEATRE, INC.	Tacke LLC	c/o NAI Elliot 901 NE Glisan St, Suite 200 Portland, OR 97232	Ground Lease (Sherwood) by Juniper Ridge Investments, LLC and Eastgate Theatre, Inc. dated as of 02/11/1997	9/30/2022
1702	Stonington 10	Regal Stonington 10 85 Voluntown Rd Pawcatuk, CT 06379	HOYTS CINEMAS CORPORATION	Redco Stonington II, LLC	6 Vista Drive, Suite 200 Old Lyme, CT 06371	Lease to Interstate Connecticut Corp. from Readco Stonington II, LLC dated as of 03/16/1998	9/22/2022

Theatre ID	Theatre Name	Theatre Address	Debtor Counterparty	Counterparty Name	Counterparty Address	Contract Description	Rejection Date
1796	West Oaks Mall Stadium 14 & RPX	Edwards West Oaks Mall Stadium 14 & RPX 700 West Oaks Mall Houston, TX 77082-1742	REGAL CINEMAS, INC.	West Oaks Owner LLC	c/o Pacific Retail Partners 222 N. Sepulveda Boulevard Suite 2350 El Segundo, CA 90245	Lease between West Oaks Owner LLC, as Landlord and Regal Cinemas, Inc. as Tenant at West Oaks Mall Houston Harris County Texas dated as of 02/21/2011	9/30/2022
1005	Westpark 8	Edwards Westpark 8 3735 Alton Parkway Irvine, CA 92606-8293	EDWARD THEATRES, INC.	The Irvine Company LLC (f/k/a The Irvine Company)	550 Newport Center Drive, Suite 190 Newport Beach, CA 92660	Retail Ground Lease by and between Irvine Retail Properties Company and Edwards Theatres Circuit, Inc. dated as of 02/02/1994	9/22/2022